

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

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OMB API	PROVAL
OMB Number: Expires:	3235-0076 April 30, 2008
Estimated average hours per respons	

SEC USE ONLY					
Prefix		Serial			
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	DATE REC	CEIVED			
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				<u> </u>	
Name of Offering (check if this is an amend FrontPoint Healthcare Horizons Fund, L.P.	ment and name has	s changed, and indicate	e change.)		
Filing Under (Check box(es) that apply):	Rule 504	☐ Rule 505	□ Rule 506	Section 4(6)	ULOE
	Amendment	_	_	_ , ,	
1	A. B.	ASIC IDENTIFICATION	I DATA		
1. Enter the information requested about the is	suer		•		
Name of Issuer (☐ check if this is an ame FrontPoint Healthcare Horizons Fund, L.P.	ndment and name l	nas changed, and indic	ate change.)		
Address of Executive Offices	(Number and Str	eet, City, State, Zip Co	de)	Telephone Number (Incl	luding Area Code)
Address of Principal Business Operations (if different from Executive Offices)	(Number and Str	eet, City, State, Zip Co	de)	Telephone Number (Incl	uding Area Code)
Brief Description of Business					7376B —
Type of Business Organization	_				
☐ corporation	☐ limited partne	rship, already formed		other (please specify	·):
□ business trust	limited partne	rship, to be formed			
Actual or Estimated Date of Incorporation or Organization:	(Enter two-letter	Month U.S. Postal Service able FN for other foreign juri	breviation for State	Actual	PROCESSED AUG 0 1 2007
CENEDAL INSTRUCTIONS					AUU U I ZUU
GENERAL INSTRUCTIONS					THOMSON

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.50 TANANGIAL U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: <u>Five (5) copies</u> of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

		A. BASIC IDENTIF	CATION DATA		
2. Enter the information reque	sted for the following:				
		een organized within the past five	years;		
 Each beneficial owner 	having the power to vote	or dispose, or direct the vote or o	disposition of, 10% or more of	a class of equity securi	ties of the issuer;
 Each executive officer 	and director of corporate	issuers and of corporate general	and managing partners of pa	irtnership issuers; and	
Each general and mar	naging partner of partners	hip issuers.			
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	□ General and/or Managing Partner
Full Name (Last name first, if	individual)				- Thomas year and the
FrontPoint Healthcare Horizo	· ·				
Business or Residence Addre	ess (Number and Stree	et, City, State, Zip Code)			
2 Greenwich Plaza, Greenwich	•				
Check Box(es) that Apply:	⊠ Promoter	Beneficial Owner	Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
FrontPoint Partners LLC					
Business or Residence Addre	ess (Number and Stree	et, City, State, Zip Code)			• •
2 Greenwich Plaza, Greenwich	h, CT 06830				
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Hagarty, John					
Business or Residence Addre	ess (Number and Stree	et, City, State, Zip Code)			***
2 Greenwich Plaza, Greenwich	:h, CT 06830				
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Boyle, Geraldine					
Business or Residence Addre		et, City, State, Zip Code)			
2 Greenwich Plaza, Greenwich	:h, CT 06830				
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Arnold, Jill					
Business or Residence Addre	•	et, City, State, Zip Code)			
2 Greenwich Plaza, Greenwich		<u>_</u>			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		☐ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Marmoll, Eric					<u> </u>
Business or Residence Addre		et, City, State, Zip Code)			
2 Greenwich Plaza, Greenwich					*** ····
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner		☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
McKinney, T.A.					
Business or Residence Addre		et, City, State, Zip Code)			
2 Greenwich Plaza, Greenwich	:h, CT 06830				
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Creaney, Robert					
Business or Residence Addre	•	et, City, State, Zip Code)			
2 Greenwich Plaza, Greenwich	ch, CT 06830				

Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		Director	☑ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Skowron III, Joseph Frank					
Business or Residence Addre	ess (Number and Street	t, City, State, Zip Code)			111.11111111111111111111111111111111111
2 Greenwich Plaza, Greenwich	ch, CT 06830				
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		☐ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Bonadio, Jason					
Business or Residence Addre	ess (Number and Street	t, City, State, Zip Code)			
2 Greenwich Plaza, Greenwich	ch, CT 06830				
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Bhalla, Ajay					
Business or Residence Addre	ess (Number and Street	t, City, State, Zip Code)			
2 Greenwich Plaza, Greenwich	ch, CT 06830				
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner		☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Munno, Dawn					
Business or Residence Addre	ess (Number and Street	t, City, State, Zip Code)			
2 Greenwich Plaza, Greenwich	ch, CT 06830				
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner		☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)		· •		
Mendelsohn, Eric					
Business or Residence Addre	•	t, City, State, Zip Code)			
2 Greenwich Plaza, Greenwich	ch, CT 06830				
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner		Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Webb, James G.					
Business or Residence Addre	,	t, City, State, Zip Code)			
2 Greenwich Plaza, Greenwich	ch, CT 06830				
Check Box(es) that Apply:	☐ Promoter	☑ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if					
FrontPoint Offshore Healthca	re Horizons Fund, L.P.				
Business or Residence Addre	•	•			
c/o M&C Corporate Services,	P.O. Box 309 G.T., Ug	land House, South Church S	Street, Georgetown, Grand	d Cayman, Cayman I	slands

Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box . and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Aggregate Amount Offering Price Type of Security Already Sold Debt..... \$ \$ Equity ☐ Common ☐ Preferred Convertible Securities (including warrants)..... \$232,002,324 \$232,002,324 Partnership Interests..... \$ Other (Specify \$232,002,324 Total \$232,002,324 Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number **Dollar Amount** of Purchases Investors \$232,002,324 Accredited Investors Non-accredited Investors Total (for filings under Rule 504 only)..... Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of **Dollar Amount** Type of offering Security Sold Rule 505 \$ Regulation A..... Rule 504..... Total Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs.... \$ \$160,000 Accounting Fees..... Engineering Fees Sales Commissions (specify finders' fees separately)..... Other Expenses (identify) \$

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

\$160,000

Total

	C. OFFERING P	RICE NUMBER OF INVESTORS, EXPENSES	ND-	USE OF PROCEEDS		
_	Question 1 and total expenses in respons	gate offering price given in response to Part C ee to Part C – Question 4.a. This difference is			\$23	1,842,324
t f li	be used for each of the purposes shown, urnish an estimate and check the box to the	ross proceeds to the issuer used or proposed If the amount for any purpose is not known, left of the estimate. The total of the payments as to the issuer set forth in response to Part C				
				Payments to Officers, Directors & Affiliates		Payments To Others
	Salaries and fees			\$		\$
	Purchase of real estate			\$		\$
	Purchase, rental or leasing and installat	ion of machinery and equipment		\$		\$
	Construction or leasing of plant building:	s and facilities		\$		\$
•	Acquisition of other businesses (including	ng the value of securities involved in this				
		or the assets or securities of another issuer		\$		\$
	Repayment of indebtedness			\$		\$
	• •			\$		\$
	• •	ities of healthcare and healthcare-related	_		_	
	Other (specify): companies.			\$	\boxtimes	\$231,842,324
				\$		\$
			_	\$	⊠	\$231,842,324
		ided)	_	∑ \$231,8		· · · · · · · · · · · · · · · · · · ·
SP Y		D FEDERAL SIGNATURE	77.0			
		d by the undersigned duly authorized person. If				
		to the U.S. Securities and Exchange Commissio stor pursuant to paragraph (b)(2) of Rule 502.	n, up	on written request of its	staff, 1	he information
ssuei	(Print or Type)	Signature / /	-	Date		
ront	oint Healthcare Horizons Fund, L.P.	Lauels	_	July 30, 2007		
lame	of Signer (Print or Type)	Title of Gigner (Print or Type)				
.A. N	lcKinney	Senior Vice President of FrontPoint Healthcan	re Ho	rizons Fund GP, LLC, g	enera!	partner of the Issuer

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

